

# **YULON NISSAN MOTOR CO., LTD.**

## **2024 Annual General Shareholders' Meeting Reference Material**

**Time: June 27, 2024.**

**Location: No.3, Sec. 3, Zhongxing Rd., Xindian Dist., New Taipei City,  
Taiwan, R.O.C**

# **Ratification Items**

Proposed by the Board of Directors

## **Proposal 1: Ratification of the 2023 Business Report and Financial Statements.**

**Please ratify.**

### **Description:**

1. The compilation of the Company's Fiscal 2023 Business Report and Financial Statements are completed and has been approved by the Board of Directors. The Financial Statements have been audited and certified by Chien-Hsin Hsieh, CPA, and Jui-Chuan Chih, CPA, of Deloitte & Touche. The Business Report and Financial Statements have been audited by the Audit Committee and are hereby submitted for adoption by this Annual General Shareholders' Meeting.
2. Please refer to page 4 to page 5 of this handbook and Attachments 1 (p.14 to p.33) for the Fiscal 2023 Business Report, the CPA Audit Report issued by Deloitte & Touche and the Financial Statements, respectively.
3. Request to resolve.

### **Resolution:**

**Proposal 2: Ratification of 2023 Earnings Distribution.**

Description :

1. Based on the audited 2023 financial statements, YNM presents 2023 earnings distribution statement as Attachment 2 (p.34).
2. According to earnings distribution statement, YNM proposes to distribute NT\$3.48 per share and the undistributed profit from the most recent years shall be distributed first. The target date for distributing cash dividend will be set on September 2, 2024. According to the Article 165 of Company Act, entries into register of shareholder shall not be allowed within 5 days prior to the target date of distributing cash dividend. Hence, entries into register of shareholder are not allowed from August 29, 2024, to September 2, 2024.
3. Request to resolve.

Resolved:

# Discussions Items

Proposed by the Board of Directors

**Proposal: Amendment to YNM Rules of Procedure for Shareholders' Meeting**

Explanation:

1. Complied with the requirements under the notice letter No. 1120004167, YNM Rules of Procedure for Shareholders' Meeting shall be amended accordingly to conform to the relevant business operations. Please refer to the comparison table as Attachment 3 (p.35 to p.36).
2. Request to resolve.

Resolution:

# **Election Items**

Proposed by the Board of Directors

## **Election of the 9th directors**

### Explanation:

1. The term of office of the 8th term of Directors (including independent directors) shall expire in June. According to article 195 of the company law an election of the 9th term of eleven Directors (include three Independent Directors) shall be conducted, whose term of office shall be effective from June 27, 2024, to June 26, 2027.
2. According to Article 20 of the Articles of Incorporation, the election of the Directors shall adopt candidate nomination system. The candidate nomination list has been reviewed by the Board of Directors with qualification on May 7, 2024, which education, experience, and other information can be referred to from page 37.
3. Please proceed with the election.

### Election results:

## **Other Items**

Proposed by the Board of Directors

**Proposal: The Lift on the Prohibition on 9th Directors from “Concurrently Act as a Director and/or Manager of another company”.**  
**Please proceed to discuss.**

Explanation:

1. According to regulation of R.O.C. Company Law No.209, first paragraph, A director who does anything for himself or on behalf of another person that is within the scope of the company's business, shall explain to the meeting of shareholders the essential contents of such an act and secure its approval.
2. Please approve to lift the prohibition that directors shall not act as a director and/or manager of another company in response to the need of the company's business operations.
3. Request to resolve.

Resolution: